

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

SPIRIT AIRLINES, INC.,

Plaintiff,

vs.

: CASE NO. 07-341 (SLR)

24/7 REAL MEDIA, INC., ADVERTISING.COM,  
INC., AMERICA ONLINE, INC. DBA AOL,  
BURST MEDIA CORPORATION,  
CARROLLTON BANK, CHEAPFLIGHTS  
(USA), INC., ECHO TARGET, INC., HOTWIRE,  
INC., INTERCEPT INTERACTIVE, INC.,  
PRICELINE.COM, LLC, RACKSPACE, LTD.,  
SHERMANS TRAVEL, INC., SIDESTEP, INC.,  
SMARTER LIVING, INC., SPECIFICMEDIA,  
INC., TRAVEL MARKETING GROUP, INC.,  
TRAVELZOO, INC., TRIBAL FUSION, INC.,  
TRIPADVISOR LLC, VALUECLICK, INC., and  
THE WEATHER CHANNEL INTERACTIVE,  
INC.,

Defendants.

**MOTION FOR DEFAULT JUDGMENT**

NOW COMES Plaintiff, Spirit Airlines, Inc. ("Spirit"), by and through its undersigned attorneys, hereby requests that this Court enter a judgment by default against Defendant TravelZoo, Inc. ("TravelZoo") pursuant to Rule 55, Federal Rules of Civil Procedure. In support of its motion, Spirit respectfully submits the following:

1. On March 21, 2007, Spirit filed the Complaint For Interpleader in the United States District Court For The Southern District of Florida, C.A. No. 07-60399 seeking judgment against the above named Defendants, including TravelZoo ("Complaint").
2. This matter was transferred to this Court pursuant to the Ordering Transferring Case dated May 21, 2007. The Record of the Case was docketed in this Court on May 29, 2007

[Docket Item #56]. The Complaint was also docketed in this case on May 29, 2007 [Docket Item #56].

3. On April 2, 2007, service of the Complaint was effectuated upon TravelZoo's registered agent, Corporation Services Company.

4. A copy of the summons and the return of service of process was filed with this Court on April 30, 2007 [Docket Item #34].

5. More than 30 days have elapsed since TravelZoo was required to file a responsive pleading.

6. As of the date of this Motion, TravelZoo has failed to file an Answer or otherwise plead to the Complaint.

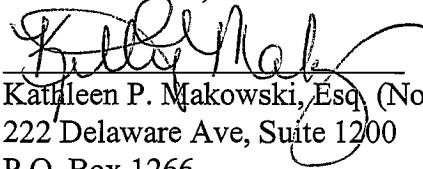
WHEREFORE, Spirit respectfully requests that the Court enter an order as follows:

- (1) Granting judgment against TravelZoo and declaring that TravelZoo has no claim, right, title or interest in or to the interpleaded funds.
- (2) Discharging Spirit from any liability to TravelZoo with respect to the interpleaded funds.
- (3) Restraining TravelZoo from instituting or prosecuting, in any other state or federal court, any proceeding against Spirit with respect to the interpleaded funds.

Dated: July 3, 2007

By:

SAUL EWING, LLP

  
Kathleen P. Makowski, Esq. (No. 3648)  
222 Delaware Ave, Suite 1200  
P.O. Box 1266  
Wilmington, DE 19899  
Telephone: 302-421-6800  
Facsimile: 302-421-6813  
kmakowski@saul.com

and

FAFINSKI MARK & JOHNSON, P.A

Connie A. Lahn (MN Bar No. 02692219)  
400 Flagship Corporate Center  
775 Prairie Center Drive  
Eden Prairie, Minnesota 55344  
Telephone: 952-995-9500  
Facsimile: 952-995-9577

Attorneys for Spirit Airlines, Inc.